

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA

FILED

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DISTRICT OF SOUTH CAROLINA

IN RE:

Spartan International, Inc.,

Debtor.

Chapter 7

Case No.: 01-10254-B

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NOTICE AND APPLICATION FOR SALE OF PROPERTY
FREE AND CLEAR OF LIENS

TO ALL CREDITORS AND PARTIES IN INTEREST:

YOU ARE HEREBY NOTIFIED that the Chapter 7 trustee is applying for approval to sell property of the debtor's estate described below free and clear of all liens and encumbrances according to the terms and conditions stated below.

TAKE FURTHER NOTICE that any response, return and/or objection to this Application should be filed with the Clerk of the Bankruptcy Court and served on all parties in interest within twenty (20) days from the date of this Notice.

TAKE FURTHER NOTICE that no hearing will be held on this Application unless a response, return and/or objection is timely filed and served, in which case, the Court will conduct a hearing on **December 2, 2002 at 9:00 a.m.**, at the J. Bratton Davis United States Bankruptcy Courthouse, at 1100 Laurel Street, Columbia, SC 29201. No further notice of this hearing will be given.

TYPE OF SALE: Public auction with reservation of right by the secured creditor and the Chapter 7 trustee to accept bids made.

PROPERTY TO BE SOLD: The Chapter 7 trustee, through a Sales Agent, is offering for sale the assets listed on Exhibit A which is attached hereto (together the "Assets").

PRICE: Best offer subject to acceptance of bid by the Chapter 7 trustee and secured creditor.

APPRAISAL VALUE: There is no current appraisal of the property at issue.

PLACE AND TIME OF SALE: December 17, 2002 at 10:00 am at the JH Montgomery Plant located at 707 Montgomery Drive, Chesnee, South Carolina. Interested bidders may

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inspect the assets by appointment by contacting the sales agent below.

SALES AGENT/AUCTIONEER/BROKER: Michael Fox International, Inc., 9454 Wilshire Blvd. PH Floor, Beverly Hills, CA 90212, (310) 248-2821, fax: (310) 271-6201.

COMPENSATION TO SALES AGENT/AUCTIONEER/BROKER: 10% of net proceeds

ESTIMATED TRUSTEE'S COMPENSATION: Compensation as allowed pursuant to 11 USC § 326(a).

LIENS/MORTGAGES/SECURITY INTERESTS ENCUMBERING THE PROPERTY: General Electric Capital Corporation ("GECC") holds a first priority lien on the Assets, subject to further order of the Court. GECC has consented to the sale and its lien will attach to the proceeds thereof. The sales proceeds are not expected to satisfy GECC's debt but will reduce it. Any other person or entity which believes that it holds a lien on the assets will have its lien transfer to the sales proceeds unless an objection is filed.

DEBTOR'S EXEMPTION: N/A

PROCEEDS EXTIMATED TO BE PAID TO THE ESTATE: The estate will receive 6% of the proceeds.

STAY OF ORDER: The Chapter 7 trustee requests that the order approving this Application be effective immediately upon entry. At the request of purchaser, the Chapter 7 trustee may submit supplemental orders relating to Assets to be sold including language regarding § 363(m) and the like. The Chapter 7 trustee requests that any such supplemental orders shall be treated as noticed herein and that they are also effective immediately upon entry.

Applicant is informed and believes that it would be in the best interest of the estate to sell said Assets by public auction. Applicant also believes that the funds to be recovered from the sale of said Assets justify the sale and the filing of this Application.

The Court may consider additional offers at any hearing held on this Application for sale. The Court may order at any hearing that the property be sold to another party on equivalent or more favorable terms.

The Chapter 7 trustee may seek appropriate sanctions or other similar relief against any party filing a spurious objection to this Application.

WHEREFORE, the Chapter 7 trustee requests that the Court issue an order authorizing the sale of said property free and clear of all liens and grant such and other further relief as the

Court deems just and appropriate.

NELSON MULLINS RILEY & SCARBOROUGH, LLP

A handwritten signature in cursive script, appearing to read "Linda K. Barr", is written over a horizontal line.

Linda K. Barr
Dist. Ct. Id. No. 6284
P.O. Box 11070
Columbia, SC 29211-1070
(803) 799-2000

Attorneys for Chapter 7 Trustee

November 8, 2002
Columbia, South Carolina

EXHIBIT A
Master Real Estate Inventory List for
December 17, 2002 Auction

Property Description	Owner of Record
1) Cleveland Caro-Knit Highway 15/South Main Street Jefferson, South Carolina (Bldg & Land incl. 78.3 Acre Parcel)	Spartan International, Inc.
2) John H. Montgomery Plant 707 Montgomery Drive, Chesnee, SC (Bldg. & 2 parcels of land totaling 72 Acres)	Spartan International, Inc.
3) Land/Lot: .888 Acre, Elam Street Lawndale, NC (L3106)	Cleveland Mills Co. Inc.
4) Land/Lot: 20 Mill Road, Spartanburg, SC SC Map# 6-18-10-047.00	Spartan International, Inc.
5) Land/Lot: Blanton Street, Lawndale, NC NC Map# L389	Cleveland Mills Co. Inc.
6) Land/Lot: Forest St., Spartanburg, SC SC Map# 6-18-10-016.01	Spartan International, Inc.
7) Land/Lot: Jefferson, SC Map# 037-000-000-021	Spartan Mills
8) Land/Lot: Lot 249, Main St., Startex, SC Map# 5-21-02-017.00	Spartan International, Inc.
9) Land/Lot: Lot 252, Main St., Startex, SC Map # 5-21-02-031.00	Spartan International, Inc.
10) Land/Lot: Lot 314, South Main Street, Startex, SC, Map# 5-21-13-009.00	Spartan International, Inc.

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| 11) Land/Lot: Lot 315, South Main Street,
Startex, SC, Map# 5-21-13-011.00 | Spartan International, Inc. |
| 12) Land/Lot: Lot 56, Hwy 182, Lawndale, NC
Map# L391 | Cleveland Mills Co., Inc. |
| 13) Land/Lot: Lot 66, Road 1813, Lawndale, NC
Map# 9-1211 | Cleveland Mills Co., Inc. |
| 14) Land/Lot: Lot 71, Road 1501, Lawndale, NC
Map# L386 | Cleveland Mills Co., Inc. |
| 15) Land/Lot: Lot 74, Hwy. 182, Lawndale, NC
Map# L383 | Cleveland Mills Co., Inc. |
| 16) Land/Lot: Lot 96, Hwy 182, Lawndale, NC
Map# L233 | Cleveland Mills Co., Inc. |
| 17) Land/Lot: Road 102, Lot 10, Chesnee, SC
Map# 2-08-00-120.00 | Spartan Mills |
| 18) Land/Lot: South side of Walnut St.
Startex, SC, Map# 5-21-09-145.01 | Spartan International, Inc. |
| 19) Land/Lot: Lot 178 (off Poplar St.)
Startex, SC, Map# 5-21-05-062.00 | Spartan International, Inc. |
| 20) Land/Lot: Lots 15, 16 & 17, River Road
Spartanburg, SC, Map# 6-18-10-008.00 | Spartan International, Inc. |
| 21) Land/Lot: Peachtree St. & Hwy 183
Startex, SC, Map# 5-21-05-004.00 | Spartan International, Inc. |
| 22) Land/Lot: Lots# 9-13, PB6-5 Lts 102
Lawndale, NC Map# L311 | Cleveland Mills Co., Inc. |
| 23) Land/Lot: Lots 20-21 & PT 22-31 Schenk
Lawndale, NC Map# L365 | Cleveland Mills Co., Inc. |
| 24) Land/Lot: Lots 93, 94, 97 & 100,
Lawndale, NC, Map# L231 | Cleveland Mills Co., Inc. |
| 25) Land: 1.45 Acre on Hwy 182,
Lawndale, NC, Map# L371 | Cleveland Mills Co., Inc. |

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| 26) Land: 22.2 Acres off Road 1813,
Lawndale, NC, Map# 9-1236 | Cleveland Mills Co., Inc. |
| 27) Land: 37.01 Acres, Road 1813,
Lawndale, NC, Map# L5126 | Cleveland Mills Co., Inc. |
| 28) Land: 5.242 Acres, Lane Street
Lawndale, NC, Map# L3121 | Cleveland Mills Co., Inc. |
| 29) Land: 63.46 Acres, Henry Street
Lawndale, NC, Map# L5127 | Cleveland Mills Co., Inc. |
| 30) Land: 8.344 Acres off Brackett Street,
Lawndale, NC, Map# L511 | Cleveland Mills Co., Inc. |
| 31) Land: 8.90 Acres, Jefferson, SC,
Map# 037-000-000-018 | Spartan Mills |
| 32) Land: 69.36 Acres off Pine St.,
Startex, SC, Map# 5-21-09-001.00 | Spartan International, Inc. |
| 33) Spartan Trucking, 130 Williams Street,
Spartanburg, SC 29301
(Bldg. & Land totaling 11 acres) | Spartan Mills |
| 34) Startex Mill, 23 North Main Street,
Startex, SC 29377
(Bldg. & Land totaling 20.62 Acres) | Spartan International, Inc. |
| 35) Whitney Yarn Mill, Highway 221,
Spartanburg, SC
(10 Acres of land only. Bldg. was demolished) | Spartan Mills Whitney Div. |